

**AMENDMENT TO PREMIER ACCESS  
RESORT AFFILIATION AGREEMENT**

This Amendment to Premier Access Resort Affiliation Agreement (the "Amendment") is dated this 27 day of November, 2012, by and between **Trading Places International, LLC** (formerly *Trading Places International, Inc.*) a California limited liability company, having its principal place of business at 23807 Aliso Creek Road, Laguna Nigel, CA 92677 ("TPI"), **VPG Partners IV, LLC**, (*erroneously listed in as "VPG IV, LLC" in the agreement being hereby amended*), a Missouri limited liability company (hereinafter referred to as "Developer"), having its principal place of business at 3940 Green Mountain Drive, Branson, MO 65616 and **Stormy Point Village-Phase III Property Owner's Association, Inc.**, a Missouri non-profit corporation having its principal place of business at 3940 Green Mountain Drive, Branson, MO 65616 (referred to hereinafter as the "Association") (collectively referred to hereinafter as the "Parties")

**Recitals**

- A. The Parties are parties to that certain Premier Access Resort Affiliation Agreement effective as of January 1, 2008 (the "Agreement").
- B. The Parties now wish to amend the Agreement, pursuant to its terms, as set forth below.

**Amendment**

The Parties agree to amend the Agreement as follows:

- 1. Article 5, Section 5.1 of the Agreement is hereby replaced in its entirety with the following:

"5.1 Term. The term of this Agreement shall begin on January 1, 2008, and shall expire on December 31, 2014, unless terminated sooner pursuant to section 7.1.3 of this Agreement, or extended by mutual agreement of the Parties."

- 2. The following shall be added to Article 3 of the Agreement:

"3.2.3 Provide to each purchaser a copy of TPI's most recent TPI Exchange Program Disclosure Statement ("Disclosure Statement") prior to their execution of any purchase agreement."

3. Article 7.3 of the Agreement shall be replaced in its entirety with the following:

"7.3 Obligations upon Termination or Expiration. Upon termination or expiration of this Agreement:

7.3.1 TPI, Developer and Association shall continue to honor all Confirmed Exchanges , Confirmed Premier Time Reservations, and all other exchange privileges of Exchange Guests, Premier Access Members and Premier Time Guests (the "Exchanges") that are confirmed or accrued in accordance with the terms hereof prior to termination or expiration. Further, for so long as Premier Access Members at the Subject Resort elect to renew their Premier Access Memberships, and TPI continues to provide the Premier Access services to same, Developer and Association shall honor all Exchanges into the Subject Resort in accordance with the terms of this Agreement.

7.3.2. Notwithstanding the termination or expiration of this Agreement, TPI, provided that it remains the managing agent for the Subject Resort, agrees to continue, until December 31, 2017, to offer Premier Access membership to those Premier Access Members at the Subject Resort who became Premier Access Members prior to the termination or expiration of this Agreement and elect to continue their memberships directly with TPI following such termination or expiration of this Agreement. All such memberships will be governed by the terms set forth in TPI's then-current Disclosure Statement ."

4. The Parties hereby acknowledge and agree that, except for the amendments to the Agreement specifically described hereinabove, no other changes are intended hereby and all other provisions of the Agreement are intended by the Parties to remain in full force and effect.

[SIGNATURES APPEAR AT FOLLOWING PAGE]

In Witness Whereof, the Parties have executed this Amendment as of the date first above written.

"Developer"

VPG Partners, LLC  
A Missouri limited liability company

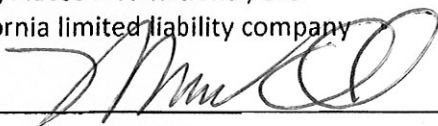
BY: 

Printed Name: Joseph P Joyce

TITLE: managing member

"TPI"

Trading Places International, LLC  
A California limited liability company

BY: 

Printed Name: Marcus Wood

TITLE: EXEC VICE PRESIDENT

"Association"

Stormy Point Village-Phase III Property  
Owners Association, Inc.  
A Missouri non-profit corporation

BY: 

Printed Name: Joseph P Joyce

TITLE: President